



**BYLAWS OF THE
UNDERGROUND CONSTRUCTION TECHNOLOGY ASSOCIATION, INC.**

Dated: April 9, 2020

**BY-LAWS OF THE
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BYLAWS of the Underground Construction Technology Association, Inc.

ARTICLE I

ORGANIZATION

Section 1. Name

The name of the corporation is Underground Construction Technology Association (hereinafter referred to as the "Association"). The principal office of the Association shall be located at P.O. Box 570728 #351, Houston, Texas 77056. Meetings of Members and Directors may be held at such places within the State of Texas, as may be designated by the Board of Directors.

Section 2. Purpose

The purpose of the Underground Construction Technology Association (UCTA) is to promote education; training; research and development; information concerning traditional, trenchless and rehabilitation technology; and to promote the use of these technologies. UCTA serves to advance the science and practice of installing, repairing, maintaining, and replacing utility lines, as well as related facilities through construction and rehabilitation techniques. This includes municipal water, wastewater, gas distribution, oil/gas transmission and gathering lines, telephone, electric, cable systems, and drainage. The association fulfills these objectives by providing a forum for members to share information; to learn about these developments in its regular meetings and activities; and also through support of specific external programs.

The UCTA believes that education and technological development are the keys to reinforcing trenchless technology as the technology of choice for underground utility work. In turn, trenchless technology will enable cities and towns to effectively manage their underground infrastructure with minimal disruption to the environment and the public.

Section 3. Affiliation

The goal is to establish Chapters of UCTA in multiple areas within the United States, as chartered by the Association. Individuals, firms, or agencies will be members of the Association, even though they may be active in one or more Chapters. Chapters may not affiliate with other organizations without express written consent of the Association. Membership in the Association allows individuals to attend meetings at individual Chapters at the current member rates and enjoy full privileges of UCTA membership.



ARTICLE II

MEMBERSHIP

Section 1. Membership

Membership in the Association shall be available to those individuals and organizations that, in the reasonable opinion of the Board of Directors of the Association, have a professional, utilitarian, or environmental interest in underground construction technology industry. Members are expected to comply with all provisions of these bylaws. The Board of Directors may set conditions to membership in the Association from time to time as the Board of Directors deems reasonable including, without limiting the generality of the foregoing, application fees, application requirements, and nomination.

Section 2. Application

Applications to become a member of the Association ("Member") will be submitted by the applicants to the Chapter and will include the address and the nature of the business of the applicant for the membership. Applications will be signed by the applicant after the applicant has filled in all required information. Accompanying each application will be the pro rata portion of the annual minimum dues for the remaining full calendar quarters of the year, at the applicant's request.

Section 3. Organizations

A firm, corporation, city, or agency will be treated as an individual member and will appoint a representative to cast its vote for the election of Directors and all other matters. In case an individual, firm, or corporation elected to membership makes a change in the business title or firm name, then such Member will immediately notify the President of the change; and if the Board of Directors is assured that the given change will not affect the membership of the firm, then the name will be changed on records of the Association without affecting the standing of the Member. Special rates apply to cities, and municipal or state agencies, as set by the Association. Member firms that have employees that are active in more than one Chapter, and that regularly attend meetings, may also vote in more than one Chapter.

Section 4. Suspension

Any Member of a Chapter may be suspended if the Member, its principals, or officers obtains contract work by illegal or improper means, or performs construction work of a quality or in a manner that would bring embarrassment or discredit to the industry or the association. Any Member so charged will have the opportunity to answer the charge in writing. Both the charge and the answer will be submitted to the Board of Directors of the Chapter, who will then vote on the suspension or expulsion of the Member. A two-thirds vote of the entire Board of Directors of the Chapter will be necessary to suspend or expel a Member. If the accused Member appeals the suspension, the decision of the Board of Directors of the Chapter to suspend or expel the Member may be nullified by a two-thirds vote of the Members. Should any Member be expelled from the Association, the Member will not again be entitled to apply for membership, unless the Board of Directors of the Chapter decides that extenuating circumstances, and the Member's subsequent record, favor application for readmission. Any Member whose dues are in arrears for more than sixty days may be

dropped from membership. The Board of Directors of a Chapter may, at its discretion, reinstate such Member upon payment of all past due accounts.

Section 5. Withdrawal

Any Member may withdraw from the Association by submitting to the President a written resignation accompanied by a remittance, in full, of all dues owed to date.

Section 6. Use of Symbols

Members in good standing may use the Association's copyrighted emblem or symbols, if any, on their stationery, office doors, advertising, or signs after requesting that use in writing with written permission from the Association.

Section 7. Annual Meetings

The first annual meeting of the Members shall be held within one year from the date of incorporation of the Association. Each subsequent regular annual meeting of the Members shall be held during the same month of each year, thereafter, at a time selected by the Board of Directors.

Section 8. Special Meetings

Special meetings of the Members may be called at any time by the President, or by the Board of Directors, or upon written request of one-fourth (1/4) of all of the votes of the Membership the Members who are entitled to vote.

Section 9. Notice of Meetings

Written notice of each meeting of the Members shall be given by, or at, the direction of the Secretary, or person authorized to call the meeting, by electronic mail to the membership and also posting on the Association's website. Such notice shall specify the place, date, and hour of the meeting. Notwithstanding the foregoing to the contrary, no notice of annual or regular meetings shall be required.

Section 10. Quorum

The presence at the meeting of Members entitled to cast, or of proxies entitled to cast, one-tenth (1/10) of the votes of the Members, shall constitute a quorum if a majority of the Board is present for any action, except as otherwise provided in the Articles of Incorporation or these bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting until a quorum, as aforesaid, shall be present or be represented.

Section 11. Proxies

At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary, and every proxy shall be revocable. A proxy may not be used at Board meetings. Board members shall vote in person or by electronic mail only.



ARTICLE III

BOARD OF DIRECTORS

Section 1. Members of Board and Nationals Board

The intent of the Organization is to follow the rules as specified below. There are instances where flexibility will be required when new chapters are formed or there are lack of volunteers for Board of Directors. The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association. The number of Directors may be changed by amendment of the bylaws. In addition to the Board of Directors for the Association, each Chapter will be governed by an elected Board of Directors. The Board of Directors for each Chapter will consist of twelve (12) members elected by ballot up to six (6) special Board members selected from member cities or municipal agencies. Elected members are used to determine a voting quorum at meetings. Special Board members have full voting privileges when present but are not counted when determining a quorum. The immediate Past President of each Chapter will remain on the Board of Directors until replaced after the election of a new President. The Past President will maintain full voting privileges during his tenure, even if his Board position might expire. In the case of a new Chapter no Past President position will be filled until the second President of the Chapter is elected.

The National Board of Directors will consist of the President, Vice President, and immediate Past President of each Chartered Chapter. Its express purpose is to control the long term financial investments of the Association; distribute the annual dues as needed for the payment of vendors; provide support to academic institutions; prepare and file a financial statement monthly for review by the Chapters; file a tax statement as required by the federal government; maintain the services of an administrator and bookkeeper to service individual Chapters; and to maintain an internet website for information and listing of member organizations. Each member of this National Board of Directors will receive one vote on all matters.

The National Board will elect one of its members to serve as the President of the National Organization yearly.

Section 2. Term of Office

The Members of each Chapter, based on attendance, shall elect four (4) Directors for a term of one year, four (4) Directors for a term of two years, and three (3) Directors for a term of three (3) years by electronic ballot. Annually thereafter, the Members shall elect the number of Directors equal to the number of Directors whose terms expire at such time for a term of three (3) years. Annually, after the new Board of each Chapter has been elected, the Board will select its officers at the first Board meeting. Each Chapter will elect the following officers: President, Vice President, Secretary, and Treasurer. The President may serve up to two (2) consecutive terms. All other officers may serve multiple terms at the pleasure of the Board of Directors of each Chapter.

Section 3. Removal

Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death, resignation, or removal of a Director, his or her successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor.



Each Director must be an employee of a member organization or must be an individual member. In case of a Director leaving the employment of a member company or the underground industry, the Director shall resign and that position should be filled by the Board of Directors of the Chapter.

Section 4. Compensation

No Director shall receive compensation for any service he or she may render to the Association. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting

The Directors shall have the right to take any action in the absence of a meeting, which they could take at a meeting, by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination

Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a Member of the Board of Directors, and two or more Members of the Association. The Nominating Committee shall be appointed by the Board of Directors prior to each annual meeting of the Members to serve from the close of such annual meeting until the close of the next annual meeting. Such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it determines necessary. The Nominating Committee shall nominate at least one candidate for each position; however, more than one candidate may be nominated for a position.

Section 2. Election

Election to the Board of Directors of each Chapter shall be by secret electronic ballot prior to the last meeting of the calendar year. At such election, each Member or such member's proxy who has attended meetings regularly at that Chapter, may cast, in respect to each vacancy, one vote. The persons receiving the largest number of votes shall be elected. In case a tie occurs, the Board of Directors of each Chapter shall motion for a Chapter Board vote as a resolution to break the tie. Cumulative voting is not permitted. In case of the removal or resignation of a Director, that unfilled term of service may be filled by the Board with the candidate from the previous election having received the next highest vote total or by a representative of a member organization at the option of the Board of that Chapter. Member organizations who regularly attend more than one Chapter's meetings will designate one individual per Chapter to vote in each election.

ARTICLE V

MEETINGS OF DIRECTORS

Section 1. Regular Meetings.

Regular meetings of the Board of Directors of each Chapter shall be held as designated at such place and hour as may be fixed from time to time by resolution of the Board of Directors. The National Board of Directors shall vote by electronic mail, and validate each vote by electronic means annually as required by the Past Presidents.

Section 2. Special Meetings

Special meetings of the Board of Directors of each Chapter shall be held when called by the President of the Association, or by any two Directors, after no less than three (3) days' notice to each Director.

Section 3. Quorum

A majority of the number of elected Directors of that Chapter shall constitute a quorum for the transaction of business. Every act or decision made by a majority of the Directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers

The National Board of Directors shall have power to:

- (a) Adopt and publish rules and regulations governing the conduct of meetings of the Board of Directors and Meetings of the Members;
- (b) Perform all of its duties granted pursuant to these bylaws;
- (c) Perform all actions permitted or authorized by the Texas Non-Profit Corporation Act;
- (d) Exercise for the Association all powers, duties, and authority vested in or delegated to the Association and not reserved to the Membership by other provisions of these bylaws or the Articles of Incorporation; and
- (e) Employ a manager, an independent contractor, or such other employee as the Board of Directors deems necessary, and to prescribe their duties.

The Board of Directors of each Chapter of the Association shall have power to:

- (a) Nominate members to be elected by electronic ballot to serve on the Board of Directors;
- (b) Elect officers of the local Chapter;
- (c) Set and conduct meetings of the local Chapter;
- (d) Hold fund raisers for Chapter use;
- (e) Raise money for, solicit applications, and award scholarships to children and employees of member organizations;



- (f) Select one academic institution within the underground construction industry and direct the national Board of Directors to support it financially;
- (g) Direct the bookkeeper of the Association to pay bills, as approved by the Board of Directors, from joint funds or individual Chapter funds as applicable; and
- (h) Appoint their officers to the national Board of Directors, as outlined in these bylaws.

Section 2. Duties

It shall be the duty of the Board of Directors of the national Board and of each Chapter to perform the following:

- (a) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Members who are entitled to vote;
- (b) Supervise all officers, agents, and employees of the Association, and see that their duties are properly performed;
- (c) Establish membership requirements from time to time; and set and assess dues or fees for membership in the Association;
- (d) Take any and all action necessary to obtain and maintain tax exempt status from the Internal Revenue Service and to file taxes in a prompt and timely manner;
- (e) Procure and maintain adequate liability and hazard insurance on property owned by the Association, general liability insurance, if deemed appropriate by the Board of Directors, and provide and maintain Directors and officers liability insurance, if deemed appropriate by the Board of Directors; and
- (f) Cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

ARTICLE VII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices

The officers of individual Chapters in this Association shall be a President and vice President, who shall at all times, be Members of the Board of Directors, a Secretary, and a Treasurer, and such other officers as the Board of Directors may time to time, by resolution, create.

All members of the National Board of Directors are appointed as follows:

Each Chartered Chapter will provide a past President (when applicable) a President and vice President. Meetings will be conducted by a Past President, and each member has one vote.

Section 2. Election of Officers

The election of officers shall take place at the first meeting of the Board of Directors, following each annual meeting of the Members.



Section 4. Special Appointments

The Board of Directors may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties, as the Board of Directors may, from time to time, determine.

Section 5. Resignation and Removal

Any officer may be removed from office, with or without cause, by the Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies

A vacancy in any office may be filled by appointment by the Board of Directors. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he or she replaces.

Section 7. Multiple Offices

The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties

The National Board of Directors will elect the Board President.

NATIONAL PRESIDENT

(a) The President shall preside at all meetings of the National Board of Directors; shall see that orders and resolutions of the National Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes.

The duties of the Chapter Officers are as follows:

PRESIDENT

(b) The President shall preside at all meetings of the Board of Directors of each Chapter; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds, and other written instruments, and shall co-sign all checks and promissory notes.

VICE-PRESIDENT

(c) The Vice-President shall act in the place and stead of the President in the event of his or her absence, inability, or refusal to act, and exercise and discharge such other duties, as may be required by the Board of Directors.

SECRETARY

(d) The Secretary shall record the votes, and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association, and affix it on all papers requiring said seal; serve notice of meetings of the Board of Directors and of the Members; keep appropriate current records showing the Members of the Association together with their addresses; and shall perform such other duties as may be required by the Board.

TREASURER

(e) The Treasurer shall receive and deposit all monies of the Association in appropriate bank accounts; shall disburse such funds as directed by resolution of the Board of Directors; all checks and promissory notes of the Association should be signed by both the Treasurer and another officer of the Association; keep proper books of Association's bank account; if requested by the Board, shall cause an audit of the Association books to be made by a public accountant at the completion of each fiscal year; shall prepare an annual budget and a statement of income/expenditures to be presented to the Membership at its regular annual meeting; and deliver a copy of the annual budget and a statement of income/expenditures to the Members.

ARTICLE VIII

COMMITTEES

The Association shall appoint a Nominating Committee, as provided in these bylaws. In addition, the Board of Directors may appoint other committees as it deems appropriate in carrying out its purposes.

ARTICLE IX

BOOKS AND RECORDS

The books, records, and papers of the Association shall at all times, during reasonable business hours, be subject to inspection by any member. The Articles of Incorporation and the bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at reasonable cost.

ARTICLE X

CORPORATE SEAL

The Association shall have a seal in circular form, having within its circumference, the words Underground Construction technology Association Inc. (UCTA)



ARTICLE XI

AMENDMENTS

Section 1

These bylaws may be amended, at a regular or special meeting of the National Board of Directors, by a vote of two-thirds (2/3) of Members present in person or by proxy.

Section 2

In the case of any conflict between the Articles of Incorporation and these bylaws, the Articles shall control.

ARTICLE XII

MISCELLANEOUS

Section 1. Fiscal Year

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. No Member Interest

No part of the earnings or property of the Association shall ever inure to the benefit of any Member, and no Member will ever have the right to claim any of the Association's earnings or property.

Section 3. Dissolution

In the event of dissolution of the Association, the properties and assets of the Association will be distributed to an organization which is exempt from federal income tax; which is situated in and created under the laws of the State of Texas; and whose purpose, in the opinion of a majority of the Board of Directors, would further the purposes for which the Association was created.

Section 4. Financial Obligation

The annual membership dues to the association, and all long term financial investments, shall be controlled by the National Board of Directors; and shall be used for the following purposes:

- (a) To pay a Certified Public Accountant to prepare and file federal Income Tax forms on behalf of the association;
 - (b) To pay an administrator to conduct the day to day business of the member Chapters;
 - (c) To pay a bookkeeper to monitor the financial condition of the member Chapters and the national organization, in conjunction with each Treasurer;
 - (d) To distribute and financially support one academic institution per Chapter and the Trenchless Technology Institute at Louisiana Tech University, annually, if possible;
 - (e) To pay luncheon financial shortfalls, if required;
 - (f) To invest in long term interest bearing accounts to provide financial security for the Association;
- and



(g) By these bylaws all expenditures must be paid by check with Joint (2) signatures of the officers

The Board of Directors of each Chapter shall control the finances for itself in the following manner:

(a) Conducting one or more annual fundraisers to pay for the activities of the local Chapter that are not paid for by the Association;

Conducting annual fundraiser(s) for scholarships and distributing those funds to students affiliated with active members who regularly attend Chapter meetings;

(b) Maintaining a monthly report for the Chapter Board of Directors of the financial condition of the Chapter; and

(c) By these bylaws, all expenditures must be paid by check with two (2) joint signatures of the officers.